P 38547

ACCOUNT NO.   :   072100000032

REFERENCE   :   845744   4302535

AUTHORIZATION   :   *Patricia Pizzuto*

COST LIMIT   : $ 35.00

ORDER DATE : June 5, 1998

ORDER TIME :   9:26 AM

ORDER NO. :   845744-015

CUSTOMER NO: 4302535

CUSTOMER: Michael W. Mackay, Esq
           Wormser, Kiely, Galef & Jacobs
           711 Third Avenue

           New York, NY 100174014

FILED
98 JUN -8 AM 11: 23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4000025S0454--5

FOREIGN FILINGS

NAME: DELCO (DELAWARE) LIMITED,
           INC.

XX   PROFIT   XX   CORPORATE
      NON-PROFIT   LIMITED PARTNERSHIP

XXXX WITHDRAWAL/CANCELLATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

      CERTIFIED COPY
XX   PLAIN STAMPED COPY
      CERTIFICATE OF GOOD STANDING

RECEIVED
98 JUN -8 AM 9: 47
DIVISION OF CORPORATION

CONTACT PERSON: Cassandra Bryant

Withdraw
6-8-98
CC

APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA

1. The name of the corporation is Delco (Delaware) Limited, Inc. a corporation organized and existing under the Laws of the State of Delaware (the "Corporation").

2. The Application of the Corporations to transact business in Florida was filed with the Florida Secretary of State of April 28, 1992 as document number P38547.

3. The Corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

4. The Corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

5. The following is a current mailing address to which the Department of State may mail a copy of any process against this Corporation that may be served on the Department:

> c/o Wormser Kiely Galef & Jacobs LLP
> 711 Third Avenue, 19th Floor
> New York, New York 10017

6. The Corporation agrees to notify the Department of State in the future of any change in its mailing address.

Signature	President
Signature	Title

UGO COLOMBO	May 28, 1998
Typed or printed name	Date

98 JUN -8 AM 11: 23
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA